**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:	Chapter 11
BIG LOTS, INC., *et al.*,	Case No. 24-11967 (JKS)
Debtors.[1]	(Jointly Administered)
	Re: D.I. 210

**CERTIFICATION OF COUNSEL REGARDING ORDER, PURSUANT TO SECTIONS
327(A) AND 328(A) OF THE BANKRUPTCY CODE, AUTHORIZING THE
RETENTION AND EMPLOYMENT OF GUGGENHEIM SECURITIES, LLC AS
INVESTMENT BANKER FOR THE DEBTORS AND DEBTORS-IN-POSSESSION,
EFFECTIVE AS OF THE PETITION DATE, AND MODIFYING
CERTAIN TIME-KEEPING REQUIREMENTS**

The undersigned counsel to the above-captioned debtors and debtors in possession

(the "**Debtors**") hereby certifies as follows:

1.   On the September 18, 2024, the Debtors filed the *Debtors' Application for

Entry of an Order, Pursuant to Sections 327(a) and 328(a) of the Bankruptcy Code, Authorizing

the Retention and Employment of Guggenheim Securities, LLC as Investment Bank for the Debtors

and Debtors-in-Possession Effective as of the Petition Date, and Modifying Certain Time-Keeping

Requirements* (D.I. 210) (the "**Application**").[2] A proposed form of order granting relief was

attached to the Application (the "**Proposed Order**").

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[1] The debtors and debtors in possession in these chapter 11 cases, along with the last four digits of their respective employer identification numbers, are as follows: Great Basin, LLC (6158); Big Lots, Inc. (9097); Big Lots Management, LLC (7948); Consolidated Property Holdings, LLC (0984); Broyhill LLC (7868); Big Lots Stores - PNS, LLC (5262); Big Lots Stores, LLC (6811); BLBO Tenant, LLC (0552); Big Lots Stores - CSR, LLC (6182); CSC Distribution LLC (8785); Closeout Distribution, LLC (0309); Durant DC, LLC (2033); AVDC, LLC (3400); GAFDC LLC (8673); PAFDC LLC (2377); WAFDC, LLC (6163); INFDC, LLC (2820); Big Lots eCommerce LLC (9612); and Big Lots F&S, LLC (3277). The address of the debtors' corporate headquarters is 4900 E. Dublin-Granville Road, Columbus, OH 43081.

[2] Capitalized terms not defined herein have the meaning ascribed to them in the Application.

2.   The Debtors have revised the Proposed Order to incorporate comments from the Office of the United States Trustee (the "**U.S. Trustee**"). The Debtors have also filed the *Supplemental Declaration of Stuart Erickson in Support of Debtors' Application for Entry of an Order, Pursuant to Sections 327(a) and 328(a) of the Bankruptcy Code, Authorizing the Retention and Employment of Guggenheim Securities, LLC as Investment Bank for the Debtors and Debtors-in-Possession Effective as of the Petition Date, and Modifying Certain Time-Keeping Requirements* (D.I. 522) to address certain questions raised by the U.S. Trustee. The revised form of order granting the relief requested in the Application (the "**Revised Proposed Order**") is attached hereto as **Exhibit A**.

3.   A redline comparing the Revised Proposed Order against the Proposed Order is attached hereto as **Exhibit B**.

4.   The U.S. Trustee and counsel for the Official Committee of Unsecured Creditors have confirmed that they have no objection to entry of the Revised Proposed Order.

WHEREFORE, the Debtors respectfully request entry of the Revised Proposed Order attached hereto as **Exhibit A**.

Dated: October 17, 2024
       Wilmington, Delaware

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